

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603-5803

LOS ANGELES OFFICE  
ONE CENTURY PLAZA - SUITE 3300  
2029 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067-3063  
AREA CODE 213 277 7200  
FACSIMILE 213 201 5219

AREA CODE 312 346-8000  
CABLE ADDRESS INTERLEX  
FACSIMILE 312 269 8869

WASHINGTON, D.C. OFFICE  
815 CONNECTICUT AVENUE, N.W.  
WASHINGTON, D.C. 20006-4004  
AREA CODE 202 463 2400  
FACSIMILE 202 828 5393

NEW YORK OFFICE  
767 THIRD AVENUE  
NEW YORK, NEW YORK 10017-2013  
AREA CODE 212 715 9000  
FACSIMILE 212 752 3116

SACRAMENTO OFFICE  
770 L STREET  
SUITE 1150  
SACRAMENTO, CALIFORNIA 95814-3325  
AREA CODE 916 446 3970  
FACSIMILE 916 446 4214

SAN FRANCISCO OFFICE  
101 CALIFORNIA STREET  
SUITE 2900  
SAN FRANCISCO, CALIFORNIA 94111-5858  
AREA CODE 415 397 2823  
FACSIMILE 415 397 8549

July 9, 1990

CERTIFIED MAIL - RETURN  
RECEIPT REQUESTED

0-197A055  
RECORDATION NO. 16900B  
FILED 1425

JUL 16 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION

Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
Room 2303  
12th & Constitution  
Washington, D.C. 20423

Attention: Mrs. Mildred Lee/DOCUMENTS FOR RECORDATION

Re: Recordation No. 16900

Dear Ms. McGee:

I am an attorney representing one of the parties to the enclosed document. I have enclosed an original and two certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and of regulations adopted pursuant thereto.

The document is an Assignment of Leases, a secondary document, dated May 31, 1990. The primary document to which this relates was filed under Recordation No. 16900. Please note that the enclosed document has already been filed under Recordation No. 16901-A.

The names and addresses of the parties to this document are as follows:

Assignor: Upper Merion And Plymouth Leasing Co.  
875 North Michigan Avenue  
Suite 1400  
Chicago, Illinois 60611

RECORDED  
JUL 16 1990 3 24 PM

Ms. Mildred Lee

Page 2  
July 9, 1990

Assignee: General Electric Railcar Services Corporation  
33 West Monroe Street  
Chicago, Illinois 60603

A description of the equipment covered by the document follows:

128 tripple hopper coal cars manufactured in 1979 by Norfolk and Western Railroad and Chesapeake and Ohio Railway bearing the Running Marks and Numbers listed on the Schedule attached to the document.

A fee of \$15.00 is enclosed. Please return the original document and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each bearing your file stamp, to Richard Demarest Yant, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

A short summary of the document to appear in the index follows:

Assignment of Leases from Upper Merion And Plymouth Leasing Co., 875 North Michigan Avenue, Suite 1400, Chicago, Illinois 60611 (Assignor) to General Electric Railcar Services Corporation, 33 West Monroe Street, Chicago, Illinois 60603 (Assignee), dated May 31, 1990, and covering 128 triple hopper coal cars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By

  
Richard Demarest Yant

RDY/tg  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

7/17/90

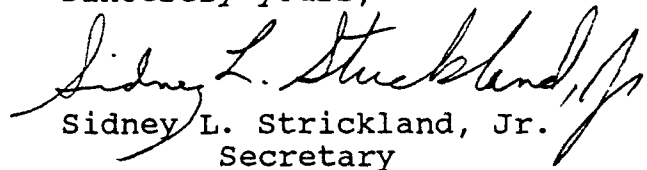
OFFICE OF THE SECRETARY

Richard D. Yant  
Seyfarth Shaw Fairweather & Geraldson  
55 East Monroe Street  
Chicago, Illinois 60603-5803

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/16/90 at 3:50pm, and assigned recordation number(s). 16900-B

Sincerely yours,

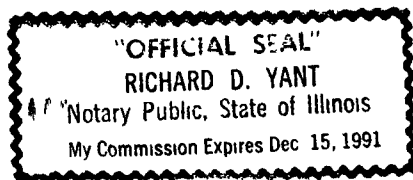
  
Sidney L. Strickland, Jr.  
Secretary

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

16900-B

CERTIFIED COPY

I am a notary public in and for the above-captioned state and county. I have compared the copy with the original and have found the copy to be complete and identical in all respects to the original document.



  
\_\_\_\_\_  
NOTARY PUBLIC

Assignment of Leases

16900/B

RECORDED

FILED 1425

JUL 16 1990 3:56 PM  
INTERSTATE COMMERCE COMMISSION

FOR VALUE RECEIVED, UPPER MERION AND PLYMOUTH LEASING CO., a Delaware corporation ("Assignor") hereby assigns to General Electric Railcar Services corporation ("Assignee") all its right, title and interest, as lessor, under the agreements and documents identified on Schedule 2 attached hereto (the "Leases") to the extent the Leases relate to the equipment described on Schedule 1 attached hereto (the "Railcars"). Assignee hereby accepts the foregoing assignment and assumes and agrees to fully perform in a timely manner the obligations of the lessor under the Leases arising from and after this date, to the extent the Leases relate to the Railcars.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the 31<sup>st</sup> day of MAY, 1990.

UPPER MERION AND PLYMOUTH LEASING  
CO.

By: Gerald L. KilcerneName: GERALD L. KILCERNETitle: VICE PRESIDENT

GENERAL ELECTRIC RAILCAR SERVICES  
CORPORATION

By: John W. ...Name: John W. ...Title: Vice President

ACKNOWLEDGMENT

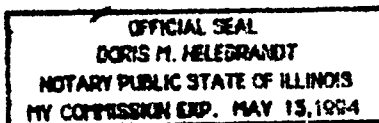
STATE OF ILLINOIS    )  
                              )    SS  
COUNTY OF COOK        )

The foregoing instrument was acknowledged before me  
this 4TH day of June, 1990 by GARY M. REYNOLDS  
the SE. VICE PRESIDENT of GENERAL ELECTRIC  
RAILCAR SERVICES CORPORATION, on behalf of said corporation.

Doris M. Helegrand  
Notary Public

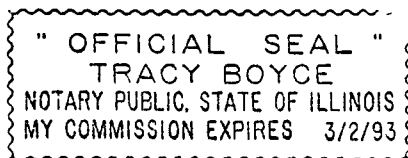
Seal

My Commission Expires:



STATE OF Illinois    )  
                              )    SS  
COUNTY OF Cook        )

The foregoing instrument was acknowledged before me this  
31st day of May, 1990 by Gerald L. Kilcoyne  
the Vice President of Upper  
Merion and Plymouth Leasing Co., on behalf of said corporation.



Tracy Boyce  
Notary Public

Seal

My Commission Expires:

3/2/93

SCHEDULE I

The Railcars

One hundred and twenty-two (122) 1979 built 3,570 cubic foot triple hopper coal cars, manufactured by Norfolk and Western Railroad and Chesapeake and Ohio Railway bearing Runnings Marks and Numbers:

UMPX	6215	UMPX	6431-6435
	6216		6437
	6218		6438
	6220		6440
	6225		6441
	6231		6443-6446
	6234		6452-6454
	6238		6456-6458
	6247		6460
	6248		6463-6467
	6250		6470
	6258		6472
	6268		6474-6480
	6286		6482-6485
	6289		6487
	6290		6488
	6292		6490
	6499-6503		6491
	6506-6508		6494
	6513		6496
	6516		6520
	6521		6525
	6528		6530
	6531		6433-6543
	6545		6546
	6548-6550		6552
	6554		6557
	6559		6561-6563
	6565		6566
	6571		6573
	6574		6577
	6579		6581-6583
	6585		6588
	6589		6591
	6593-6595		6597
	6598		

Six (6) (6) 1979 built 3,433 cubic foot triple hopper coal cars,  
manufactured by Norfolk and Western Railroad and Chesapeake and Ohio Railway  
bearing Runnings Marks and Numbers:

WSOX	6611	UMPX	6642
UMPX	6658	UMPX	6661
UMPX	6662	WSOX	6666

TOTAL: 128 Railcars



## SCHEDULE 2

### The Leases

The lease interest of the lessor described in the following documents.

1. a. Railcar Lease Agreement dated as of November 6, 1989 between Upper Merion and Plymouth Leasing Company and Conrad Yelvington Distributors, Inc.
  - b. Rider No. 1 dated November 6, 1989
  - c. Rider No. 3 dated March 12, 1990
2. a. Assignment of Lease Interest dated as of August 16, 1989 between Northbrook Corporation and Upper Merion and Plymouth Leasing Company, with respect to:
  - i. Railcar Lease Agreement dated as of August 16, 1989 between Northbrook Corporation and Boorhem-Fields Incorporated.
  - ii. Rider No. 2 dated September 14, 1989